BEFORE THE BOARD OF OIL, GAS AND MINING

FILED

DEPARTMENT OF NATURAL RESOURCES

SECRETARY, BOARD OF OIL, GAS & MINING

STATE OF UTAH

IN THE MATTER OF THE REQUEST)
FOR AGENCY ACTION OF)
NEWFIELD PRODUCTION COMPANY) HEARING EXAMINER'S
FOR AN ORDER POOLING ALL) RECOMMENDED FINDINGS
INTERESTS IN FOUR DRILLING) OF FACT AND CONCLUSIONS
UNITS ESTABLISHED BY THE	OF LAW
BOARD'S ORDERS ENTERED IN)
CAUSES NOS. 131-51, 139-8 AND 139-90) Docket No. 2014-006
IN SECTIONS 14, 17, AND 23,) Cause No. 139-114
TOWNSHIP 3 SOUTH, RANGE 2	
WEST, AND SECTION 17, TOWNSHIP)
3 SOUTH, RANGE 3 WEST, U.S.M.,)
DUCHESNE COUNTY, UTAH)

This Cause came on regularly for hearing before John C. Rogers, Associate Director, Oil and Gas, Utah Division of Oil, Gas and Mining (the "Division"), as the Utah Board of Oil, Gas, and Mining's (the "Board") designated Hearing Examiner, on Wednesday, January 15, 2014, at the hour of 1:30 p.m. in Room 112 of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah. Brad Hill, Oil and Gas Permitting Manager; Dustin Doucet, Petroleum Engineer; and Clinton Dworshak, Compliance and Public Outreach Manager, were present for the Division at the hearing. The Hearing Examiner was represented by Kassidy Wallin, Assistant Attorney General, and the Division was represented by Steven F. Alder, Assistant Attorney General.

The petitioner, Newfield Production Company ("Newfield"), was represented by Thomas W. Clawson of Van Cott, Bagley, Cornwall & McCarthy, and Kenneth Harris, Newfield's Landman, and Mike Jensen, Newfield's Engineering Advisor, testified on behalf of Newfield at the

January 15, 2014 hearing. Mr. Jensen was recognized by the Hearing Examiner as an expert reservoir engineer for the purposes of this Cause.

Several consenting mineral interest owners, including Tracy Womack, Jeff Womack, and Todd Horrocks (on behalf of Collene Horrocks) were also present at the hearing, but chose not to participate other than to ask a general informational question of Newfield's witnesses. Other than Newfield, the Division, and the aforementioned consenting mineral interest owners, no person or party filed a response to Newfield's Request for Agency Action (the "Request") and no other person or party appeared at or participated in the January 15, 2014 hearing in opposition to Newfield's Request in this matter.

FINDINGS OF FACT

- 1. Notices of the time, place, and purposes of the January 15, 2014 hearing and the Board's regularly scheduled January 22, 2014 hearing were mailed to all locatable interested parties by first-class mail, postage prepaid, and were duly published in the <u>Salt Lake Tribune</u>, <u>Deseret Morning News</u>, <u>The Vernal Express</u>, and the <u>Uintah Basin Standard</u> pursuant to the requirements of the Utah Administrative Code ("U.A.C.") Rule R641-106-100. Copies of the Request were mailed to all locatable interested parties pursuant to U.A.C. Rule R641-104-135.
- Newfield Production Company is a Texas corporation in good standing, having its principal place of business for its Rocky Mountain operations in Denver, Colorado.
 Newfield is qualified to do and is doing business in Utah.
- 3. Under that certain Order entered on October 27, 1983, in Cause No. 131-51, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River-Wasatch formations defined as:

[T]hat interval below the stratigraphic equivalent of 9600 feet depth in the "E" Log of the Carter No. 2 Bluebell well, located in the SW¹/₄NW¹/₄, Section 3, Township 1 South, Range 2 West, U.S.M. (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron No. 1 Blanchard Well, located in the NW¹/₄SE¹/₄ of said section 3), to the base of the Green River-Wasatch formations

for all of subject Section 14. Under the Orders entered on September 20, 1972, and May 9, 2012, in Causes Nos. 139-8 and 139-90, respectively, the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas, and associated hydrocarbons from the Lower Green River-Wasatch formations defined as:

The interval from the top of the Lower Green River formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.

for all of (both) subject Sections 17 and subject Section 23. (Together, the above-described stratigraphic intervals are referred to herein as the "Spaced Interval.") The Order in Cause No. 139-90 modified the Orders in Causes Nos. 131-51 and 139-8 to authorize up to four producing Lower Green River-Wasatch formation wells, whether all vertical, all horizontal, or a combination of both, upon each drilling unit comprising Sections 14, 17, and 23, Township 3 South, Range 2 West, and Section 17, Township 3 South, Range 3 West, U.S.M. (together, the "Subject Lands"), provided that no such well be closer than 1,320 feet from an existing unit well completed in and producing from the formations and no closer than 660 feet from the drilling unit boundary.

5. The following wells have been drilled into and produce from the Lower Green River-Wasatch formations beneath the Subject Lands (the "Subject Wells"):

- a. Mullins #11-14-3-2W Well located in the NE¼SW¼ of subject Section 14. First production occurred on May 26, 2012.
- b. LeJeune #1-17-3-2WH Well whose surface location is in the NE¼NE¼ of Section 17, Township 3 South, Range 2 West and whose bottomhole location is in the SE¼SE¼ of that section. First production occurred on August 23, 2013.
- c. Morrill #4-23-3-2WH Well whose surface location is in the NE½NW¼ of subject Section 23. The Morrill #4-23 Well encountered the Spaced Interval in the NW¼NW¼ of said Section 23 and its bottomhole location is in the SW¼SW¼ of that section. First production occurred on November 19, 2012.
- d. Ute Tribal #3-17-3-3WH Well whose surface location is located directly north of subject Section 17, Township 3 South, Range 3 West in the SE½SW¼ of adjacent Section 8, Township 3 South, Range 3 West, U.S.M. The Ute Tribal #3-17 Well encountered the top of the Spaced Interval in the NE½NW¼ of said subject Section 17 and its bottomhole location is in the SE½SW¼ of that section. Production for this well has not yet commenced.
- 6. The minerals in subject Section 14 are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-A.1. Newfield and the other working interest owner, Crescent Point Energy U.S. Corp. ("Crescent Point") have leased 98.5915399% of the oil and gas minerals in said Section 14. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the operating agreement admitted into evidence and the record as Newfield's Land Exhibit 6 (the "JOA"), which names Newfield as Operator and voluntarily pools the working interests in the Subject Lands beneath Section 14. The unleased and uncommitted mineral interests in Section 14

are owned by the following parties: Barbara Y. Clarke (0.0585156% mineral interest); the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein (0.2812499% mineral interest); Elizabeth O'Neal (0.3365385% mineral interest); and Jay R. Pope (0.7321561% mineral interest), all as identified in Newfield's Land Exhibit 3-A.2.

- 7. The minerals in subject Section 17, Township 3 South, Range 2 West, are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-B.1. Newfield and the other working interest owners, Crescent Point and Bill Barrett Corporation ("BBC"), have leased 99.230769% of the oil and gas minerals in said Section 17. All of such leases provide that the lessee may pool the lease with other leases. Newfield and Crescent Point have executed a joint operating agreement similar in form to the JOA, which names Newfield as Operator and voluntarily pools the working interests in the Subject Lands beneath said subject Section 17. BBC has agreed to voluntarily participate in the drilling of the LeJeune #1-17 Well. At the time of the hearing, Newfield and BBC were completing the negotiations of a joint operating agreement covering the Subject Lands, among other lands. The unleased and uncommitted mineral interests in Section 17 are owned by Elizabeth O'Neal (0.769231% mineral interest), as identified in Newfield's Land Exhibit 3-B.2.
- 8. The minerals in subject Section 23 are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Revised Land Exhibit 3-C.1. Newfield and the other working interest owners, Crescent Point and C-Wall Investment Co. LP ("C-Wall"), have leased 96.162998% of the oil and gas minerals in the Subject Lands beneath said Section 23. All of such leases provide that the lessee may pool the lease with other leases. Newfield, Crescent Point, and C-Wall have

executed joint operating agreements similar in form to the JOA, which name Newfield as Operator and voluntarily pool the working interests in subject Section 23. The unleased and uncommitted mineral interests in Section 23 are owned by the following parties: the heirs/devisees of James Dalgleish (3.125000% mineral interest); the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker (0.022321% mineral interest); Bessie Chatwin (0.253906% mineral interest); the heirs/devisees of Ira N. Corey (0.123274% mineral interest); and Vivian Marie Jones and Marla Jackson (0.312500% mineral interest), all as identified in Newfield's Revised Land Exhibit 3-C.2.

9. The minerals in subject Section 17, Township 3 South, Range 3 West, are owned by the Ute Indian Tribe of the Uintah and Ouray Reservation, Ute Distribution Corporation, and numerous private (fee) owners as identified in Newfield's Land Exhibit 3-D.1. Newfield and the other working interest owners, Crescent Point, Broughton Petroleum, Inc. ("Broughton"), Croff Oil Co., Inc. ("Croff"), and QEP Energy Company ("QEP"), have leased 99.973866% of the oil and gas minerals in said Section 17. All of such leases provide that the lessee may pool the lease with other leases. Newfield, Crescent Point, Broughton, and QEP have executed joint operating agreements similar in form to the JOA, which name Newfield as Operator and voluntarily pool the working interests in the Subject Lands beneath said Section 17. Croff has agreed to voluntarily participate in the drilling of the Ute Tribal #3-17 Well. At the time of the hearing, Newfield and Croff were completing the negotiations of a joint operating agreement covering said Section 17. The unleased and uncommitted mineral interests in said Section 17 are owned by BSNR Raptor, LP ("BSNR") (0.0261344% mineral interest), as identified in Newfield's Land Exhibit 3-D.2. Prior to the January 15, 2014 hearing, BSNR indicated that it is willing to lease its mineral interests to Newfield, however, at the time of the hearing BSNR had not executed an oil and gas lease covering

its interests. Newfield indicated at the hearing that if it receives an executed oil and gas lease from BSNR prior to the Board issuing a final order in this Cause, it will update its Request and the record in this Cause accordingly.

- ownership in the Subject Lands in an effort to identify and locate the owners of those interests, including Barbara Y. Clarke; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; Elizabeth O'Neal; the heirs/devisees of James Dalgleish; and the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker (together, the "Unlocatable Nonconsenting Owners"). Newfield's efforts to locate the Unlocatable Nonconsenting Owners are described in Newfield's Land Exhibits 5-A, 5-B, 5-C, and 5-D. Despite Newfield's diligent search, the Unlocatable Nonconsenting Owners cannot be located.
- 11. Pursuant to the Board's Order issued in this Cause on December 10, 2013, notice personalized to Barbara Y. Clarke; the heirs/devisees of Eleanor Stein, including without limitation, Andrew Stein; Elizabeth O'Neal; the heirs/devisees of James Dalgleish; and the heirs/devisees of Enoch D. Lewis, including without limitation, the heirs/devisees of Jeri Ann Gustafson, including without limitation, Melanie Widerburg-Zucker was published once a week for two consecutive weeks beginning on December 15, 2013, in the Salt Lake Tribune and Descret Morning News and for two consecutive weeks beginning on December 17, 2013, and December 18, 2013, in the Uintah Basin Standard and The Vernal Express, respectively (collectively, the "Published Notice"). Newfield filed Proofs of Publication and an Affidavit of Publication regarding the Published Notice on January 10, 2014. The Hearing Examiner hereby takes official notice of the Proofs of Publication and the Affidavit of Publication. The Published Notice provided notice to

the Unlocatable Nonconsenting Owners of Newfield's Request, the January 15, 2014 Hearing Examiner's hearing, and the Board's January 22, 2014 hearing, as well as apprising each unlocatable owner of its opportunity to lease its oil and gas minerals or to participate as an owner in the drilling of a pertinent Subject Well. The Published Notice also apprised the Unlocatable Nonconsenting Owners of the possibility that the Board may impose up to a 300% penalty on nonconsenting owners.

- 12. Newfield has made a good faith effort to locate the Unlocatable

 Nonconsenting Owners. Newfield has in good faith attempted to reach agreement with Jay R. Pope,
 Bessie Chatwin, the heirs/devises of Ira N. Corey, Vivian Marie Jones and Marla Jackson, and
 BSNR (collectively, the "Locatable Nonconsenting Owners") to either lease their interests or obtain
 agreements for such owners to bear their proportionate share of the costs of the respective pertinent
 Subject Wells.
- 13. No Unlocatable Nonconsenting Owner and no Locatable Nonconsenting Owner (together, the "Nonconsenting Owners") filed a response to the Published Notice or the Request or otherwise participated at the January 15, 2014 hearing.
- 14. Forced pooling of the Nonconsenting Owners' interests in the applicable drilling units comprising the Subject Lands will promote the public interest, increase ultimate recovery, prevent waste, and protect the correlative rights of all owners.
- 15. Evidence presented at the hearing established that the weighted average landowner's royalty prescribed by Section 40-6-6.5(6)(a) of the Utah Code Ann. is 16.899742% for the leases affecting subject Section 14; 16.709253% for the leases affecting subject Section 17, Township 3 South, Range 2 West; 18.496626% for the leases affecting subject Section 23; and 18.487230% for the leases affecting subject Section 17, Township 3 South, Range 3 West.

Newfield indicated at the hearing that if it receives additional oil and gas leases from the Nonconsenting Owners prior to the Board issuing a final order in this Cause, it will revise the weighted average royalty calculation (if necessary) and update the record in this Cause accordingly.

- 16. Newfield's evidence established that an interest charge of the Prime Rate plus 2% to be imposed on outstanding costs and expenses is reasonable. The "Prime Rate" is defined as the prime rate reported by Wells Fargo Bank in Salt Lake City, or, if Wells Fargo ceases to exist or to report a prime rate, then the Prime Rate shall be the prime rate reported by a comparable bank operating in the State of Utah.
- 17. Newfield provided testimony that the estimated net plugging and abandoning costs for each Subject Well will be and is \$75,000, based on a 100% working interest ownership.

 These costs are deemed justified, fair, and reasonable.
- 18. As provided in Newfield's Engineering Exhibits 1A, 2B, 3C, and 4D, respectively, the projected ultimate cost of drilling and completing each Subject Well is as follows: (1) Mullins #11-14-3-2W Well, \$5,180,962; (2) LeJeune #1-17-3-2WH Well, \$10,305,881; (3) Morrill #4-23-3-2WH Well, \$6,868,401; and (4) Ute Tribal #3-17-3-3WH Well, \$9,550,440, each based on a 100% working interest ownership. These costs are deemed justified, fair, and reasonable.
- 19. There are no written agreements for the pooling of the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands.
- 20. The A.A.P.L. Form 610-1989 Model Form Operating Agreement introduced into evidence and admitted to the record at the hearing as Land Exhibit 6 (JOA), is a standard form of operating agreement, which contains fair and reasonable terms and conditions that are commonly used by Newfield and its partners in the vicinity of the Subject Lands. The JOA contains provisions

appropriate to govern the relationship between Newfield, as the Operator of the drilling units comprising the Subject Lands and the Subject Wells, and the Consenting and Nonconsenting Owners to the extent those provisions are consistent with the Board's Order and address issues not expressly addressed in the Board's Order.

21. Newfield's evidence established that the risks and costs of drilling and completing each Subject Well support the imposition of a risk compensation nonconsent penalty of 300%. A 300% nonconsent penalty is just, fair, and appropriate.

CONCLUSIONS OF LAW

- 1. Due and regular notice of the time, place, and purposes of the January 15, 2014 hearing and the Board's regularly scheduled January 22, 2014 hearing was given to all interested parties in the form and manner and within the time required by law and the rules and regulations of the Board. Due and regular notice of the filing of the Request was given to all interested parties in the form and manner required by law and the rules and regulations of the Board.
- 2. Pursuant to Sections 40-6-5 and 40-6-6.5 of the Utah Code, the Board has jurisdiction over all of the interested parties and the subject matter of the Request, and has the power and authority to make and issue an order in accordance with this Recommendation as herein set forth.
- 3. Good cause appears to grant the Request regarding the force pooling of the mineral interests and working interests of the Nonconsenting Owners in the Lower Green River-Wasatch formation beneath the Subject Lands, as provided herein.
- 4. Declaring the Subject Wells as the authorized wells for the drilling and spacing units established within the Subject Lands is just and reasonable under the circumstances.

- 5. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for granting the Request.
- 6. Newfield properly served all mineral interest and working interest owners having legally protected interests, and thereby entitled to notice, by either mailing copies of the Request to those owners or by serving such notice by publication.
- 7. The Nonconsenting Owners are deemed "nonconsenting owners," as that term is defined in Section 40-6-2(11) of the Utah Code as relating to the applicable Subject Wells, and are properly deemed to have refused to agree to bear their respective proportionate share of the costs of drilling and operation of such wells as provided in U.A.C. Rule R649-2-9(1).
- 8. Newfield, as Operator and on behalf of itself, Crescent Point, BBC, C-Wall, Broughton, Croff, and QEP are deemed "consenting owners," as that term is defined in Section 40-6-2(4) of the Utah Code, as relating to the applicable Subject Wells.
- 9. The personalized Published Notice to the Unlocatable Nonconsenting

 Owners is adequate to apprise them of their opportunity to lease their minerals or to participate in
 the drilling of the Subject Wells.
- 10. Newfield has fully complied with the Board requirements contained in U.A.C. Rule R649-2-9 to make a good faith offer to the Nonconsenting Owners to lease their interests or invite them to participate in the Subject Wells.
- 11. A 300% risk compensation nonconsent penalty is appropriate for the Subject Wells.
- 12. The Request and evidence adduced at the January 15, 2014 hearing establish the need for forced pooling upon terms that are just and reasonable.

- 13. Given the Indian owned minerals in portions of the Subject Lands, communitization agreements are required to create proration units in those sections conforming to the Orders in Causes Nos. 131-51, 139-8, and 139-90. An order force pooling the Nonconsenting Owners' interests in the drilling units comprising the Subject Lands is required in order for Newfield and the other consenting parties to receive approval of communitization agreements by the appropriate Federal agencies pursuant to Federal regulatory guidelines.
- 14. Pooling the applicable interests of all Consenting Owners with the Nonconsenting Owners in this Cause will promote the public interest, prevent waste of the oil and gas resources, maximize the potential for ultimate production of those resources, and protect the correlative rights of all owners to their just and equitable shares of the pool in the Lower Green River-Wasatch formation.
- Stein's, including Andrew Stein's; Elizabeth O'Neal's; and Jay R. Pope's interests in the drilling unit comprising subject Section 14; (2) Elizabeth O'Neal's interests in the drilling unit comprising subject Section 17, Township 3 South, Range 2 West; (3) the heirs/devisees of James Dalgleish's; the heirs/devisees of Enoch D. Lewis's, including without limitation, the heirs of Jeri Ann Gustafson's, including without limitation, Melanie Widerburg-Zucker's; Bessie Chatwin's; the heirs of Ira N. Corey's; and Vivian Marie Jones and Marla Jackson's interests in the drilling unit comprising subject Section 23; and (4) BSNR Raptor, LP's interests in the drilling unit comprising subject Section 17, Township 3 South, Range 3 West, to the dates of first production for the Subject Well completed as a producing well in such drilling units (*i.e.*, for Section 14, May 26, 2012; for Section 17 (T3S-R2W), August 23, 2013; for Section 23, November 19, 2012; and for Section 17 (T3S-R3W), the date of first production is yet to be determined), under the terms and conditions set

forth in this Recommendation is just and reasonable, and insures all parties will receive their fair

and equitable share of production from the Subject Wells.

Pursuant to U.A.C. Rule R641-108-204, the Hearing Examiner and the 16.

Board may take official notice of the Proofs of Publication and Affidavit of Publication as identified

in Finding of Fact No. 8.

HEARING EXAMINER'S RECOMMENDATION

I, John C. Rogers, Associate Director, Oil and Gas, Utah Division of Oil, Gas and

Mining, acting under Utah Administrative Code Rule R641-113 as the Utah Board of Oil, Gas and

Mining's (the "Board") duly-appointed Hearing Examiner in the above-captioned matter, held an

evidentiary hearing on the record on January 15, 2014, at the hour of 1:30 p.m., in Room 112 of the

Department of Natural Resources, at 1594 W. North Temple, Salt Lake City, Utah. Based on the

evidence received in the record, and based on applicable law, I hereby recommend that the Board

adopt the foregoing "Hearing Examiner's Recommended Findings of Fact and Conclusions of

Law."

DATED this ______ day of January, 2014.

John C. Rogers, Associate Director, Oil and Gas

Utah Division of Oil, Gas and Mining

4850-7898-8567, v. 1

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CERTIFICATE OF MAILING

I hereby certify that on this 21st day of January, 2014, I caused a true and correct copy of

the foregoing HEARING EXAMINER'S RECOMMENDED FINDINGS OF FACT AND

CONCLUSIONS OF LAW, for Docket No. 2014-006, Cause No. 139-114, to be served via

Email or U.S. Mail, properly addressed with postage prepaid, upon each of the following:

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Audrey V Wheeler 902 Leisure World Mesa, AZ 85206

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Aileen Ware, Individually and as Trustee of the Leo W. and Aileen F. Ware Revocable Trust DTD 7/29/03
1027 East 6160 South
Salt Lake City, UT 84121

Intrust Bank as Trustee of the Charles Mattingly Family Trust DTD 1/23/85, by Farmers National Company, Agent 5110 S Yale Avenue, Suite 400 Tulsa, OK 74135

BSNR Raptor LP 1001 Fannin St., Suite 2020 Houston, TX 77002

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Antelope Orri, LLC 2441 High Timbers, Suite 120 The Woodlands, TX 77380

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4-C Farms LLC HC 64 Box 278 Duchesne, UT 84021-9013 Keystone Oil & Gas LLC 950 S Garfield St. Denver, CO 80209-5006

plie Am Carter